

# EXHIBIT 1

**United States Bankruptcy Court**  
**Southern District of New York**
**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Solstice, LLC</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>DBA Solstice Collection</b>	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>88-0517098</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>1 Beach Street</b> <b>1st Floor</b> <b>San Francisco, CA</b> <div style="text-align: right; font-size: small;">ZIP Code <b>94133</b></div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: <b>San Francisco</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>

 Location of Principal Assets of Business Debtor  
 (if different from street address above):

<b>Type of Debtor</b> (Form of Organization) (Check one box)	<b>Nature of Business</b> (Check one box)	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below)	<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<b>Nature of Debts</b> (Check one box)		
<input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."		<input checked="" type="checkbox"/> Debts are primarily business debts.

<b>Filing Fee</b> (Check one box)	<b>Chapter 11 Debtors</b>
<input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D) <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

<b>Statistical/Administrative Information</b>	<b>THIS SPACE IS FOR COURT USE ONLY</b>										
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.											
<b>Estimated Number of Creditors</b> <table style="width: 100%; text-align: center; font-size: small;"> <tr> <td><input type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input checked="" type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> OVER 100,000</td> </tr> </table>	<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input checked="" type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000	
<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input checked="" type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000		
<b>Estimated Assets</b> <table style="width: 100%; text-align: center; font-size: small;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input checked="" type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input checked="" type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	
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<b>Estimated Liabilities</b> <table style="width: 100%; text-align: center; font-size: small;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input checked="" type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input checked="" type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Solstice, LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)</b>			
Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)</b>			
Name of Debtor: <b>See Attached Schedule 1</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p><b>X</b> _____ Signature of Attorney for Debtor(s) (Date)</p>	
<b>Exhibit C</b>			
<p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No</p>			
<b>Exhibit D</b>			
<p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.</p>			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)			
<p><input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding (in a federal or state court) in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)			
<p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following)</p> <p>_____ (Name of landlord that obtained judgment)</p> <p>_____ (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f))</p>			

**Voluntary Petition**

(This page must be completed and filed in every case.)

Name of Debtor(s):  
**Solstice, LLC****Signatures****Signature(s) of Debtor(s) (Individual/Joht)**

I declare under penalty of perjury that the information provided in this petition is true and correct.  
 (If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7) I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
 If no attorney represents me and no bankruptcy petition preparer signs the petition, I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** \_\_\_\_\_  
 Signature of Debtor

**X** \_\_\_\_\_  
 Signature of Joint Debtor

\_\_\_\_\_  
 Telephone Number (If not represented by attorney)

\_\_\_\_\_  
 Date

**Signature of Attorney\***

**X** /s/ Arthur J. Steinberg  
 Signature of Attorney for Debtor(s)

Arthur J. Steinberg  
 Printed Name of Attorney for Debtor(s)

King & Spalding LLP  
 Firm Name  
1185 Avenue of the Americas  
New York, NY 10036

\_\_\_\_\_  
 Address

Email: asteinberg@kslaw.com  
(212) 556-2100 Fax: (212) 556-2222

\_\_\_\_\_  
 Telephone Number

March 5, 2009  
 Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** /s/Carolynn Rockafellow  
 Signature of Authorized Individual

Carolynn Rockafellow  
 Printed Name of Authorized Individual

Chief Executive Officer  
 Title of Authorized Individual

March 5, 2009  
 Date

\_\_\_\_\_  
 Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X** \_\_\_\_\_  
 Signature of Foreign Representative

\_\_\_\_\_  
 Printed Name of Foreign Representative

\_\_\_\_\_  
 Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
 Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
 Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
 Address

**X** \_\_\_\_\_  
 Date

\_\_\_\_\_  
 Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

Schedule I

The following list identifies all of the affiliated entities, including the Debtor filing this petition (collectively, the "Debtors"), that have filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York, contemporaneously with the filing of this petition. The Debtors have filed a motion requesting that their chapter 11 cases be jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

1. Solstice, LLC
2. Solstice Ownership I, LLC
3. Solstice Ownership II, LLC
4. Solstice Ownership III, LLC
5. Solstice Ownership IV, LLC
6. Solstice Ownership V, LLC
7. Solstice Ownership VI, LLC
8. Solstice Ownership VII, LLC
9. Solstice Management, LLC
10. Sea Vision I, LLC
11. Parallel I LLC
12. Parallel Aspen, LLC
13. Parallel Management LLC
14. 163 Charles Street No. 4 New York, LLC
15. 163 Charles Street No. 5 New York, LLC

**CERTIFICATE OF RESOLUTION**

I, Carolynn Rockafellow, Chief Executive Officer of Solstice, LLC, a Delaware limited liability company (the "Company"), hereby certify that the attached resolutions were duly adopted by the Company in accordance with the requirements of the Delaware Limited Liability Company Act, and that said resolutions have not been modified or rescinded, and are still in full force and effect on the date hereof:

IN WITNESS WHEREOF, I have hereunto set my hand this 5th day of March,  
2009.

/s/ Carolynn Rockafellow  
Carolynn Rockafellow  
Chief Executive Officer of Solstice, LLC

WHEREAS, the Company's and its subsidiaries' secured loan facility with Fortress Credit Opportunities I, LP, Fortress Credit Funding III LP and Fortress Credit Funding IV LP, (collectively "Fortress") has been declared by Fortress to be in default and while negotiations with Fortress are in progress, the financial condition of the Company has continued to deteriorate and several creditors have obtained substantial arbitration awards against the Company which have been or are in the process of being converted into judgments; and

WHEREAS, the Board has reviewed and considered and received the recommendation of senior management of the Company and the advice of the Company's professionals and advisors, with respect to the options available to the Company including the possibility of pursuing a restructuring or sale of the Company's business and assets under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"); and

NOW, THEREFORE, BE IT RESOLVED, that after consideration of the alternatives presented to the Board and the recommendation of the senior management of the Company and the advice of the Company's professionals and advisors, the Board has determined in its business judgment that it is in the best interests of the Company, its subsidiaries and their respective members, creditors, stakeholders and other interested parties that a voluntary petition be filed by the Company under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York, and it is

FURTHER RESOLVED, that the Company retain and employ the law firm of King and Spalding LLP as counsel to assist the Corporation and its subsidiaries in filing for relief under chapter 11 of the Bankruptcy code and in carrying out the Company's duties under chapter 11 of the Bankruptcy Code and the officers of the Company are hereby authorized and directed to execute and perform retention agreements, pay retainers after the filing of the bankruptcy case and to cause to be filed an application for authority to retain the services of King and Spalding LLP as the Company's counsel; and it is

FURTHER RESOLVED, that Carolynn Rockafellow, the Company's Chief Executive Officer ("CEO") and the Company's executive officers (collectively "the Authorized Persons") be and each of them are hereby authorized empowered and directed to (a) execute, verify and file on behalf of the Company and its subsidiaries, all documents necessary or appropriate in connection with the filing of said bankruptcy petition, including, without limitation, all petitions, affidavits, declarations, schedules, statements of financial affairs, lists, motions, applications, pleadings and other papers or documents in connection with such chapter 11 petition; (b) take and perform any and all actions deemed necessary and proper to obtain such relief as authorized herein and in connection with the Company's chapter 11 case; (c) appear as necessary at all bankruptcy proceedings on behalf of the Company; and (d) pay all such expenses where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein; and it is

FURTHER RESOLVED, that the Authorized Persons are, and each of them is authorized and empowered to obtain post-petition financing according to the terms which



may be negotiated by the management of the Company, including debtor-in- possession credit facilities or the use of cash collateral, and to enter into any guarantees and to pledge and grant liens on the Company's and its subsidiaries' assets as may be contemplated by or required under the terms of such post- petition financing or cash collateral agreement or order; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents; and it is

FURTHER RESOLVED, that the Authorized Persons are, and each of them is authorized and empowered to enter into and perform a certain Debtor- In -Possession Credit Agreement between the Company and its subsidiary limited liability companies substantially in the form presented to the Board ( together with such changes and modifications as the Company's CEO shall approve), pursuant to which certain members of the Company's destination club ( "Club Members") will make loans to the Company of not less than \$1,000,000 and not more than \$1,500,000 secured by liens on the real estate properties and motor yacht owned by the Company and its subsidiaries junior only to the liens in favor of Fortress Credit Opportunities I LP, Fortress Credit Funding III LP and Fortress Credit Funding IV LP in such Collateral (the "Fortress Liens").

RESOLVED, that the acts, actions and transactions heretofore taken by the officers of the Company in the name of and on behalf of the Company in furtherance of the purposes and intents of any or all of the foregoing resolutions which acts, actions and transactions would have been approved by the foregoing resolutions except that such acts were taken before those resolutions were adopted, be and hereby are, ratified, confirmed and approved in all respects.



# EXHIBIT 2

UNITED STATES BANKRUPTCY COURT Southern District of New York		PROOF OF CLAIM
Name of Debtor: Solstice, LLC		Case Number: 09-11010 (reg)
<b>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</b>		
Name of Creditor (the person or other entity to whom the debtor owes money or property): NOVOGRADAC & COMPANY, L.L.P.  Name and address where notices should be sent: NOVOGRADAC & COMPANY, L.L.P. 246 FIRST ST. 5TH FLOOR SAN FRANCISCO, CA 94105-4610  Telephone number: (415) 356-8000		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.  Court Claim Number: _____ (If known)  Filed on: _____
Name and address where payment should be sent (if different from above):   Telephone number: _____		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: \$ <u>39,889.17</u>  If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.  If all or part of your claim is entitled to priority, complete item 5.  <input checked="" type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.  Specify the priority of the claim.  <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).  <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. §507 (a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5). <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a)(____).
2. Basis for Claim: <u>Services Performed</u> (See instruction #2 on reverse side.)  3. Last four digits of any number by which creditor identifies debtor: <u>SOL007</u>  3a. Debtor may have scheduled account as _____ (See instruction #3a on reverse side.)		
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.  Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Describe: _____  Value of Property: \$ _____ Annual Interest Rate: _____ %  Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____  Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.  7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)  DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.  If the documents are not available, please explain: _____		Amount entitled to priority: \$ _____  *Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
Date: <u>5/22/09</u> Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. <u>JOHN KRABGENSCHMIDT, PARTNER</u>		FOR COURT USE ONLY

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

**Novogradac & Company LLP**  
**Accounts Receivable Detail**  
 For dates from 1/1/1980 to 3/15/2009

I - Invoice  
 F - Finance Charge

T	Date	Invoice #	Project/Check #	Total	Current	30 - 59	60 - 89	90 - 119	120/Over
		<b>SOL007</b>	<b>001</b>	<b>Solstice, LLC</b>	<b>JEK / KLP / JEK / KLP</b>				
I	8/15/2008	001143329		17,500.00	0.00	0.00	0.00	0.00	17,500.00
I	10/15/2008	001145524		20,089.50	0.00	0.00	0.00	0.00	20,089.50
F	10/15/2008	001145100		621.07	0.00	0.00	0.00	0.00	621.07
F	11/15/2008	001146523		175.00	0.00	0.00	0.00	0.00	175.00
F	12/15/2008	001147650		375.90	0.00	0.00	0.00	375.90	0.00
F	1/15/2009	001148677		375.90	0.00	375.90	0.00	0.00	0.00
F	2/15/2009	001149780		375.90	375.90	0.00	0.00	0.00	0.00
F	3/15/2009	001151040		375.90	375.90	0.00	0.00	0.00	0.00
***Total Client: SOL007 001***				39,889.17	751.80	375.90	0.00	375.90	38,385.57
***Grand Total***				39,889.17	751.80	375.90	0.00	375.90	38,385.57

# EXHIBIT 3

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and account number, if any, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an 'X' in the column labeled 'Codebtor', include the entity on the appropriate schedule of creditors, and complete Section H – Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing 'H', 'W', 'J', or 'C' in the column labeled Husband, Wife, Joint or Community.

If the claim is contingent, place an 'X' in the column labeled 'Contingent'. If the claim is unliquidated, place an 'X' in the column labeled 'Unliquidated'. If the claim is disputed, place an 'X' in the column labeled 'Dispute'. (You may need to place an 'X' in more than one of these three columns.

Report the total of all claims listed on this schedule in the box labeled 'Total' on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITORS NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
ABCD SODERBERG PO BOX 7894 ASPEN, CO 81612	02/20/09		126.00
AL'S WINDOW CLEANING PO BOX 7893 ASPEN, CO 81612	01/28/09		590.00
ALDASORO RANCH HOMEOWNERS COMPANY PO BOX 1650 307 SOCIETY DRIVE #C TELLURIDE, CO 81435	02/02/09		6,765.00
Alexander Hartman POB 3660 Telluride, CO 81435	12/30/08		2,265.00
AMERICAN EXPRESS BOX 0001 LOS ANGELES, CA 90096-0001	12/05/08	DISPUTED	37,387.25
AMERICAN EXPRESS BOX 0001 LOS ANGELES, CA 90096-0001	12/05/08	DISPUTED	20,384.58
Andrew Harper 600 Congress Avenue Suite 1400 Austin, TX 78701	N/A	DISPUTED	1,008,000.00
APPLIANCE CONNECTION PO BOX 1961 RIFLE, CO 81650	01/29/09		211.51
ARCHITECTURAL RESTORATION PO BOX 3870 YOUNTVILLE, CA 94599	11/19/08		1,450.00
Arrowhead PO Box 856158 Louisville, KY 40285-6158	02/26/09		100.00
ASPEN APPRAISAL GROUP, LTD c/o Rita Cote 668 Crescent Court, Grd Jct Aspen, CO 81505	12/29/08		518.00

AUSTIN, PIERCE & SMITH, P.C. 600 EAST HOPKINS AVENUE SUITE 205 ASPEN, CO 81611	07/31/08		3,612.00
B12 10245 E Via Linda Ave. Suite 208 Scottsdale, AZ 85258	12/29/08		14,930.00
Bank of America PO Box 15184 Wilmington, DE 19850-5184	02/09/09	DISPUTED	10,168.32
Bank of Hawaii Auto Leasing Department #237 PO Box 30600 Honolulu, HI 96820-0600	01/15/09		2,127.74
Bay Alarm Company PO Box 7137 San Francisco, CA 94120-7137	03/06/09		231.20
BAY CITIES REFUSE SERVICE INC. PO BOX 277 EL CERRITO CA 94530	01/09/09		71.70
Ben Sinnott PO Box 24 19/21 Smith Street St. Peter Port Guernsey GY1 3AW United Kingdom	09/08/08		150,000.00
BISHOP PLUMBING, HEATING & AC 407 AABC SUITE H ASPEN, CO. 81611	01/19/09		1,593.00
BOILER TECHNOLOGIES UNLIMITED INC. 459 COLUMBUS AVE, SUITE 376 NEW YORK, NY 10014	03/03/09		520.20
CARNEROS SELF STORAGE PARK 24270 ARNOLD DRIVE SONOMA, CA 95476	04/11/08		656.00
CELLO & MAUDRU CONSTRUCTION CO. INC. 2505 OAK STREET NAPA, CA 94559	12/30/08		20,193.00
CHASE CARD SERVICES PO BOX 94014 PALATINE, IL 60094-4014	01/06/09	DISPUTED	43,700.00
City Frame Inc. 259 West 30th Street 5th Floor New York, NY 10001	11/03/08		1,127.10
COMCAST CABLE PO BOX 34227 SEATTLE, WA 98124-1227	02/24/09		362.04
CRYSTAL RIVER SPAS 1197 MAIN ST CARBONDALE CO 81623	N/A		401.00

CUMULUS GROUP INC. TELLURIDE WINDOW WASHERS P.O. BOX 3107 TELLURIDE, CO. 81435	12/16/08		1,635.00
David Grieve, Jim McCullough, Dennis Higgs, John Hoffman, John Williams (collectively known as "The Grieve Group") c/o Peter Wohlfeller 465 First Street West Second Floor Sonoma, CA 95476-6660	N/A	DISPUTED	1,437,000.00
DHL EXPRESS (USA) INC. PO BOX 4723 HOUSTON, TX 77210-4723	02/02/09		135.10
DICKENSON, PEATMAN, & FOGARTY PROFESSIONAL LAW CORPORATION 809 COOMBS STREET NAPA, CALIFORNIA 94559-2977	07/08/08		385.00
EDET INTERNATIONAL BP 101 - 19, rue du progrès 93511 Montreuil Cedex	02/03/09		5,003
EVERHART-BROCKMAN INC. PO BOX 10207 ASPEN, CO 81612	02/24/09		1,922.00
FEDEX PO BOX 7221 PASADENA, CA 91109-7321	02/26/09		502.58
Frederika Moller 2025 Rose Street, Suite 201 Berkeley, CA 94709	12/15/08		6,957.49
GMAC PO BOX 78234 PHOENIX, AZ. 85062-8234	02/27/09		1,966.00
Golden Gate Glass & SF Home Supply 2011 Folsom Street San Francisco, CA 94110	12/23/08		9,050.00
Grand Electric 660 Grandview Ave. Ridgewood, NY 11385	11/03/08		4,490.00
HAWAII ELECTRIC LIGHT CO INC PO BOX 909 HONOLULU HI 96808-0909	02/12/09		5,176.00
HOLLY HUNT COLLECTION C/O KNEEDLER FAUCHERE 101 HENRY ADAMS STREET, SUITE 170 SAN FRANCISCO, CA 94103	09/22/08		4,344.64
HOYT SHEPSTON, INC. PO BOX 2028 SO. SAN FRANCISCO, CA 94083- 2028	02/04/09		962.38
Intagio 22 4th Street Suite 1120 San Francisco, CA 94103	01/31/09		9,396.00



Invoice Exchange 4829 East Everett Drive Scottsdale, AZ 85254	11/25/08		7,842.32
James C. Jenkins Ins. Services Dept. 33736 P.O. Box 39000 San Francisco, CA 94139	10/22/08		19,460.25
KELTON CONSULTING P.O. BOX 2687 YOUNTVILLE, CA. 94599	03/01/09		190.00
Kimedia 5301 E. Timrod St Tucson, AZ 85711	12/15/08		7,912.25
LAUDERDALE MARINE CENTER LLC 2001 SW 20TH STREET FT. LAUDERDALE, FL 33315	01/15/09	DISPUTED	574.00
LIMN Furniture 290 Townsend St. San Francisco, CA 94107	11/07/08		4,750.00
Linda Benson 208 Cardinal Road Mill Valley, CA 94941	12/15/08		325.00
Marnie Hetherington 16622 N. 51st Street Scottsdale, AZ 85254	07/31/08		11,471.25
MARTIN KOBUS, INC. 4000 BRIDGEWAY SUITE 307 SAUSALITO, CA. 94965	11/10/08		4,575.00
MATCO 584 MINEOLA AVE. CARLE PLACE, NY 11514	01/20/09		560.84
MCCLOUD DESIGN STORE 1201 Bridgeway Street Sausalito, CA 94965	11/26/08		2,041.17
MCCOLL PARTNERS ATTN: ACCOUNTS RECEIVABLE 100 NOTH TRYON STREET, SUITE 5400 CHARLOTTE, NC 28202	10/16/08	DISPUTED	126,745.10
MEMPHIS CLEANERS 679 WASHINGTON ST. NEW YORK, NY 10014	02/06/09		6,370.00
MICHAEL W BROOKS & ASSOC. V MARKETPLACE 1870, SUITE D3 6525 WASHINGTON STREET YOUNTVILLE, CA 94599	11/10/08		1,104.00
MJ PLUMBING CO. P.O. BOX 6857 NAPA, CA 94581	12/16/08		230.00
Moller Willrich Architecture and Design 2505 Sacramento Street San Francisco, CA 94115-2215	12/15/08		117,428.00
Mountain High Fire & Safety, LLC PO BOX 876 Telluride, CO 81435	12/19/08		1,900.00

NAPA Electric Shop, Inc. 2240 Brown Street Napa, CA 94558-4903	02/10/09		2,897.00
National Corporate Research 10 EAST 40TH ST. 10TH FLOOR NEW YORK, NY 10016	03/02/09		1,264.00
NEWSMARKETS, LLC 800 BOYLSTON STREET SUITE 402 BOSTON, MA 02199	N/A		16,000.00
NOVOGRADAC & COMPANY 246 FIRST ST, 5TH FLOOR SAN FRANCISCO, CA 94105	02/15/09	DISPUTED	39,137.37
O'NEIL PRINTING 366 NORTH SECOND AVENUE PHOENIX, AZ. 85003	N/A		9,248.28
Orkin Inc. 98-027 Hekaha St. Suite 17 Aiea, HI 96701-4919	02/02/09		374.98
ORKIN INC. P.O. BOX 191 DURANGO, CO. 81302-0191	02/02/09		160.00
Pacific Building Maintenance PO Box 1282 Sausalito, CA 94966	02/12/09		493.00
PartnerShips, LLC c/o Chris Collins 1535 SE 17th Street, Suite 121 Ft. Lauderdale, FL 33316	12/31/08	DISPUTED	18,142.00
PDM LANDSCAPE P.O. BOX 1570 GLEN ELLEN, CA. 95442	02/19/09		9,729.00
PG&E BOX 997300 SACRAMENTO, CA 95899-7300	02/25/09		377.75
PLYCON VAN LINES, INC. 280 INDIAN HEAD ROAD KINGS PARK, NY 11754	01/16/09		1,008.00
POOL COVERS, INC. 4925 FULTON DRIVE FAIRFIELD CA 94534	01/28/09		89.00
Proguard Protection Services P.O. Box 3409 Basalt, CO 81621	01/19/09		140.70
QWEST PO BOX 173638 DENVER, CO 80217-3638	03/01/09		120.00
Reid Black POB 2133 Telluride, CO 81435	N/A		2,288.00
RGH CONSULTANTS, INC. PO BOX 10830 NAPA, CA 94581	12/16/08		1,086.35
RIECHERS SPENCE & ASSOCIATES 1541 THIRD STREET NAPA, CA 94559	02/28/09		15,605.00

ROLLY MARINE SERVICE, INC 2551 ST RD 84 FT. LAUDERDALE, FL. 33312	01/15/09	DISPUTED	18,036.65
SERRA DESIGN INC. 1239 Rollins Road Burlingham, CA 94920	11/17/008		2,321.77
SherpaReport, LLC 117 Prospect St Newton, MA 02465	11/25/08		2,500.00
SLOAN MIYASATO 2 HENRY ADAMS #207 SAN FRANCISCO, CA 94103	11/18/08		520.00
State of Connecticut Department of Revenue Services PO Box 5089 Hartford, CT 06102-5089	01/23/09		43.79
STEINWAY-LYNGDORF Empire State Building 350 Fifth Avenue - Suite 5720 New York, NY 10118-5720	10/29/08		3,019.74
STEPHEN SERA STUDIO 22 MARINERO CIRCLE #51 TIBURON, CA. 94920	N/A		2,295.00
Summit Engineering Inc. 463 Aviation Blvd., #200 Santa Rosa, CA 95403	01/27/09		32,822.08
Sundancer Earthworks P.O. Box 3333 Telluride, CO 81435	12/16/08		510.00
SUNRRISE INC. P.O. BOX 83 TELLURIDE, CO. 81435	02/28/09		805.00
Tech Center P.O. Box 541 Calistoga, CA 94515-0541	11/26/08		2,677.03
Telluride Alarm & Custom Electronics P.O. Box 1467 Telluride, CO 81435	02/20/09		120.00
The 2M Group, Inc. 30 Liberty Ship Way, #3330 Sausalito, CA 94965	N/A	DISPUTED	952,151.97
The Gas Company P.O. Box 29850 Honolulu, HI 96820-2250	02/06/09		783.24
The Soho Hotel 4 Richmond Mews London, W1D 3DH	12/29/08	DISPUTED	32,081
THE WOLFF COMPANY 8320 E. HARTFORD DRIVE, SUITE 101 SCOTTSDALE, AZ 85255	12/19/08	DISPUTED	75,117.43
Time Warner Cable P.O. Box 9227 Uniondale, NY 11555-9227	02/01/09		339.90

TUB TECH SPAS, LLC PO BOX 10 135 W. PACIFIC AVE., UNIT #1-D TELLURIDE, CO 81435	02/28/09		80.00
TWO MAN CREW, INC. 423 ESCALANTE CARBONDALE, CO. 81623	01/27/09		41,967.06
US Business Interiors of AZ 5005 E Washington St Phoenix, AZ 85034	N/A		379.21
VANGUARD LOGISTICS SERVICES 2665 E. DEL AMO BLVD. RANCHO DOMINGUEZ, CA 90221	12/19/08		183.31
Victoria Sebastiani, Trustee 21260 Hyde Rd Sonoma CA 95476-9582	03/01/09	DISPUTED	58,075.00
Vinculum Communications Inc. 9255 Towne Centre Dr. Suite 925 San Diego, CA 92121-3066	01/09/09		122.60
Weinstock & Scavo, P.C 3405 Piedmont Road, N.E. Suite 300 Atlanta, GA 30305	N/A	DISPUTED	22,190.31
Wells Fargo Financial Leasing P.O. Box 6434 Carol Stream, IL 60197-6434	02/03/09		1,906.38
WESTERN SLOPE CLEANING CO. 434 E. MAIN ST. STE. 101 MONTROSE, CO. 81401	N/A		1,134.00
WINSTON & STRAWN LLP 36235 TREASURY CENTER CHICAGO, IL 60694-6200	N/A	DISPUTED	1,220,486.00
Wolff Highland Park, LLC 4725 N. Scottsdale Rd. Suite 241 Scottsdale, AZ 85251	02/09/09	DISPUTED	16,827.50
YOUNG SERVICES, LLC PO BOX 944 GLENWOOD SPRINGS, CO 81602	02/20/09		2,349.46
		Total	5,739,901.30

See Global Notes Regarding Member Claims.